

CARNEY  
BADLEY  
SPELLMAN

LAW OFFICES  
A PROFESSIONAL SERVICE CORPORATION  
701 FIFTH AVENUE, SUITE 3600  
SEATTLE, WA 98104-7010  
FAX (206) 622-8983  
TEL (206) 622-8020  
TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION  
3100 AIRPORT WAY S  
SEATTLE, WA 98134-2116

April 12, 2013  
Bill Number: 124904  
File Number TUL003.0168

Re: SPECIAL COUNSEL

### REMITTANCE STATEMENT

Please enclose this page with your payment or include this information on your check stub.

<u>Bill number</u>	<u>Date of Bill</u>	<u>Bill amount</u>	<u>Credits/Late Fees</u>	<u>Amount due</u>	<u>Amount remitted</u>
* 124904	04/12/13	\$8,302.50	\$0.00	\$8,302.50	\$ _____
				<u>\$8,302.50</u>	\$ _____

\* - Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

### METHOD OF PAYMENT

\_\_\_\_ Check or money order payable to Carney Badley Spellman

\_\_\_\_ Visa/MC No: \_\_\_\_\_ Exp Date: \_\_\_\_\_ Amount to Charge: \_\_\_\_\_

Name on Account: \_\_\_\_\_

Signature: \_\_\_\_\_

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124904	04/12/2013	\$8,302.50	\$0.00	\$8,302.50	\$ _____
* 124905	04/12/13	\$16,627.50	\$0.00	\$16,627.50	\$ _____
				<u>\$24,930.00</u>	\$ _____

\* - Current Bill

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FOR PROFESSIONAL SERVICES

PROFESSIONAL SERVICES

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
11/01/12	PRL	Review Heartland NDA.(.5)	0.50 Hrs	385.00/hr	\$192.50
11/01/12	EKM	Genter EEOC Charge: Review email correspondence regarding proposed changes to the Conciliation Agreement in preparation for meeting with the EEOC (.2). Participate in meeting with EEOC attorney J. Whitehead, EEOC investigator R. Hernandez, and Tully's bankruptcy counsel B. Morgan to discuss terms of Conciliation Agreement (.9). Summarize meeting and make EEOC-required request to insurer in email to C. Campbell, M. Dringenberg, and J. Winkler (.3).	1.40 Hrs	325.00/hr	\$455.00
11/01/12	EKM	Employment: Telephone conference with M. Dringenberg regarding EEOC conference and documents for upcoming layoff.(.4) Review proposed agreements for K. Hughes and J. Watson and revise for OWBPA compliance in "program" context.(.3) Send revised documents with explanatory email to M. Dringenberg.(.3)	1.00 Hrs	325.00/hr	\$325.00
11/02/12	PRL	Telephone call from C. Campbell regarding questions regarding AFCM note.(.2) Review email from J. Day regarding Shames protective order.(.2) Review same. Review Heartland NDA.(.5) Do email to M. Farrell regarding same.(.1)	1.00 Hrs	385.00/hr	\$385.00
11/05/12	PRL	Telephone call from S. Pearson regarding Inland termination.(.2) Review emails from S. Pearson regarding updates.(.2) Telephone call to S. Pearson regarding Inland, etc.(.1)	0.50 Hrs	385.00/hr	\$192.50

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11/07/12	EKM	Employment: Provide M. Drinkenberg with description of EEOC regulations applicable to implementing a layoff program and explain how Exhibit A to the severance agreement complied with those regulations.(.6)	0.60 Hrs	325.00/hr	\$195.00
11/07/12	KRM	Draft Board of Directors meeting minutes.(1)	1.00 Hrs	165.00/hr	\$165.00
11/08/12	PRL	Review email from C. Campbell regarding questions regarding GMCR Agreements.(.1) Review same.(.2)	0.30 Hrs	385.00/hr	\$115.50
11/08/12	EKM	Genter EEOC: Skim revised Conciliation Agreement and forward to B. Morgan for review of bankruptcy-related sections and to C. Campbell and M. Dringenberg for general comment.(.2)	0.20 Hrs	325.00/hr	\$65.00
11/12/12	EKM	Genter EEOC: Telephone conference with B. Morgan regarding EEOC's changes to Conciliation Agreement and B. Morgan's proposed revisions.(.3) Review email with revisions.(.1)	0.40 Hrs	325.00/hr	\$130.00
11/13/12	PRL	Telephone call from S. Pearson.(.5) Review lease amendment issues.(.5) Review email from S. Pearson.(.2) Review emails regarding lease amendments.(.3) Review original lease documents for four stores.(.5)	2.00 Hrs	385.00/hr	\$770.00
11/14/12	RJW	Review of correspondence from P. Lamb, including existing leases for locations and deal terms for West Tower and Nickerson. (.7) Telephone conference with P. Lamb, T. Mullaney and S. Pearson.(.4)	1.10 Hrs	325.00/hr	\$357.50
11/14/12	PRL	Telephone call from S. Pearson re lease amendment and inland termination.(.4) Telephone conference with T. Mullaney, S. Pearson and R. Weber.(.4) Preparation of email to G. Bush.(.1) Telephone call from G. Bush re leases.(.4) Review email from G. Bush.(.1) Telephone call from M. Richardson re leases.(.3) Review emails re Warn Act issues.(.4) Preparation of emails re same.(.4)	2.50 Hrs	385.00/hr	\$962.50

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11/15/12	RJW	Review of correspondence from P. Lamb, including details on leases for which amendments need to be prepared.(.1) Preparation of Form of Amendment to Lease.(1.2) Preparation of Amendment to Nickerson lease.(.5)	1.80 Hrs	325.00/hr	\$585.00
11/15/12	PRL	Review terms of lease amendments.(.3) Review draft of form lease amendment.(.3) Review email from M. Farrer.(.1) Review GMCR amendments.(.2) Preparation of email to M. Farrell re same.(.1)	1.00 Hrs	385.00/hr	\$385.00
11/16/12	RJW	Review of correspondence from S. Pearson regarding the Amendment form.(.1) Revised the form of the Tully's lease amendments.(.2) Correspondence to S. Pearson and T. Mullaney.(.1) Review of correspondence from T. Mullaney.(.2) Finalized the Nickerson street Amendment. Correspondence to T. Mullaney.(.1)	0.70 Hrs	325.00/hr	\$227.50
11/16/12	PRL	Telephone call from C. Evans.(.3) Review Inland agreements re termination.(.3) Telephone call to S. Pearson re same.(.3) Telephone call to L. Evans re TCAPP.(.3) Preparation of email to T. Mullaney. Telephone call from S. Pearson.(.3)	1.50 Hrs	385.00/hr	\$577.50
11/19/12	RJW	Review of correspondence from T. Mullaney, including revisions to Nickerson Amendment.(.3) Conference with P. Lamb regarding changes to bankruptcy approval language.(.2)	0.50 Hrs	325.00/hr	\$162.50
11/19/12	PRL	Review emails from T. Mullaney re Nickerson lease.(.2) Review emails from S. Pearson re Inland.(.1) Review email from M. Farrell re Warn Act issues.(.2)	0.50 Hrs	385.00/hr	\$192.50
11/19/12	EKM	Employment: WARN Act application in context of asset sale analyze.(1.7)	1.70 Hrs	325.00/hr	\$552.50

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11/20/12	RJW	Review of correspondence from M. Richardson regarding the Kenmore location.(.1) Preparation of Amendment for the Kenmore location.(.6) Review of correspondence from T. Mullaney regarding revisions to Nickerson location.(.2) Conference with P. Lamb regarding bankruptcy approval language.(.1) Correspondence to T. Mullaney regarding the bankruptcy language.(.1)	1.10 Hrs	325.00/hr	\$357.50
11/20/12	PRL	Telephone conference with R. Weber and G. Bush re lease amendment.(.4) Review email from S. Pearson.(.3)	0.70 Hrs	385.00/hr	\$269.50
11/21/12	RJW	Review of West Tower lease and addenda thereto.(.4) Preparation of Lease Amendment for West Tower location.(.7) Correspondence to J. Haslem.(.1) Conference with P. Lamb regarding bankruptcy issues.(.1) Revised the Kenmore Amendment, Nickerson Amendment and West Tower Amendment.(1.1)	2.40 Hrs	325.00/hr	\$780.00
11/21/12	PRL	Review email from M. Farrell re Argonne nondisclosure agreement.(.2) Re same.(.8)	1.00 Hrs	385.00/hr	\$385.00
11/26/12	RJW	Review of correspondence from B. Scarpino, including details of amendment to lease for Exchange Building.(.1) Correspondence to B. Scarpino requesting copies of the lease and any amendments.(.1) Review of lease amendments.(.3) Preparation of Amendment to Lease for the Exchange Building.(1.0) Telephone conference with G. Bush regarding bankruptcy issues.(.2) Telephone conference with T. Mullaney and G. Bush regarding the bankruptcy issues.(.2) Correspondence to G. Bush and J. Day, including the drafts of the proposed amendments for them to share with the Creditors Committee.(.1)	1.90 Hrs	325.00/hr	\$617.50
11/26/12	PRL	Review email from M. Farrell re nondisclosure agreements.(.1) Preparation of email to M. Farrell re same.(.2) Review nondisclosure comments.(.7)	1.00 Hrs	385.00/hr	\$385.00

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11/26/12	EKM	Genter EEOC: Compare latest EEOC draft of Conciliation Agreement to client's proposed changes.(.4) Email F. Palmer of EEOC with request for additional changes to General Provisions and Charging Party Relief Incorporating explanation from bankruptcy counsel for revisions to monetary relief sections.(.7)	1.10 Hrs	325.00/hr	\$357.50
11/27/12	RJW	Review of correspondence from J. Haslem regarding amendment to store #1030.(.1) Review of correspondence from J. Haslem, including the lease and addenda thereto concerning Store #1030.(.1) Review of correspondence from B. Scarpino regarding the Mercer Island location.(.1) Began preparation of Amendment thereto.(.3) Telephone conference with B. Scarpino regarding renewal and environmental language.(.2) Finalized the Amendment to Mercer Island location.(.4) Correspondence to B. Scarpino, including the Amendment.(.1)	1.30 Hrs	325.00/hr	\$422.50
11/27/12	PRL	Review emails from M. Farrell.(.2) Review nondisclosure agreements.(.5) Conference with R. Weber re review issues.(.3)	1.00 Hrs	385.00/hr	\$385.00
11/28/12	RJW	Review of correspondence from J. Haslem regarding Amendment for Westlake Center location.(.3) Preparation of Amendment to Lease.(.8) Conference with P. Lamb regarding review of the Nondisclosure Agreements for each of the potential bidders.(.2) Review of the NDA's.(.3.2) Review of correspondence from B. Scarpino regarding the Bellevue Main location.(.1) Preparation of Amendment thereto.(.8)	5.40 Hrs	325.00/hr	\$1,755.00
11/28/12	PRL	Review nondisclosure agreements.(.5)	0.50 Hrs	385.00/hr	\$192.50

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11/29/12	RJW	Telephone conference with M. Farrell regarding status of NDA review and revision.(.3) Conference with P. Lamb to review the proposed changes in each of the Nondisclosure Agreements with potential bidders.(.3) Prepared revisions to each of the NDAs.(3.5) Correspondence to M. Farrell, including the revised NDAs.(.1) Review of correspondence from M. Farrell regarding redlines and Tim Horton's NDA.(.3) Correspondence to M. Farrell, including Tim Horton NDA.(.2)	4.70 Hrs	325.00/hr	\$1,527.50
11/29/12	PRL	Review nondisclosure agreements.(.3) Conference with R. Weber re same.(.2) Review email from C. Campbell re TCAPP resolution.(.2) Review files re same.(.3)	1.00 Hrs	385.00/hr	\$385.00
11/29/12	EKM	Genter EEOC: Receive letter and revised conciliation agreement from F. Palmer of EEOC. Email exchange with F. Palmer.(.1) Forward proposed change to B. Morgan. Telephone conferences with B. Morgan regarding EEOC's change, B. Morgan's proposed revision, and E. Maurer's modification.(.3) Revise conciliation agreement and send to C. Campbell and M. Drinkenberg for review and approval.(.2)	0.60 Hrs	325.00/hr	\$195.00
11/30/12	RJW	Review of correspondence from M. Richardson, including lease and addenda thereto regarding Fillmore location in San Francisco.(.2) Preparation of Lease Amendment for Fillmore.(1.2) Correspondence to M. Richardson.(.1) Review of correspondence from the prospective bidders concerning additional changes to the Nondisclosure Agreements.(.3) Correspondence to M. Farrell.(.2) Correspondence to P. Lamb.(.1)	2.10 Hrs	325.00/hr	\$682.50
11/30/12	PRL	Review nondisclosure issues.(.6) Preparation of emails re same.(.4)	1.00 Hrs	385.00/hr	\$385.00



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11/30/12	EKM	Genter EEOC: Final review and revision of proposed Conciliation Agreement.(.8) Email F. Palmer of EEOC with redline and clean versions along with explanation for changes. Forward same to client.(.4) Additional email exchanges with F. Palmer to arrive at agreed upon final version.(.2) Forward final version to C. Campbell with instructions for signature.(.1) Slightly revise signature page and resend to client.(.1) Forward executed signature page to F. Palmer of EEOC with request for executed pages from other parties.(.1)	1.70 Hrs	325.00/hr	\$552.50
<b>TOTAL PROFESSIONAL SERVICES</b>					<b>\$16,627.50</b>

**PROFESSIONAL SERVICES**

ELIZABETH K. MAURER	8.70 Hrs	325.00/hr	\$2,827.50
KELLI R. MADDEN	1.00 Hrs	165.00/hr	\$165.00
PATRICK R. LAMB	16.00 Hrs	385.00/hr	\$6,160.00
ROBERT J. WEBER	23.00 Hrs	325.00/hr	\$7,475.00
	<u>48.70</u>		<u>\$16,627.50</u>

**TOTAL THIS BILL** **\$16,627.50**

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Re: SPECIAL COUNSEL

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Thru April 09, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
10/10/12	PRL	Telephone conference with C. Evans.(.8) Preparation of email to S. Pearson re same.(.2)	1.00 Hrs	405.00/hr	\$405.00
10/10/12	PRL	Special Counsel -- Review email from S. Anderson re McCaw meeting.(.2) Review emails from C. Campbell re information needed.(.3) Preparation of emails to S. Pearson.(.5)	1.00 Hrs	405.00/hr	\$405.00
10/10/12	EKM	Genter EEOC: Telephone conference with C. Campbell regarding identification of S. Genter for bankruptcy filing (.1). Email C. Campbell with debtor information regarding S. Genter (.1). Return call from S. Genter and answer questions regarding release agreement (.3). Telephone conference with C. Campbell regarding discussion with S. Genter and requested change (.2). Receive call from S. Genter agreeing to sign release and requesting electronic copy for his attorney (.1). Revise regular and large print versions of release and forward to S. Genter and his attorney (.2). Voice mail message for and telephone conference with B. Morgan of BSK regarding bankruptcy language in release agreement (.2). Leave substantive voice mail message for R. Hernandez of the EEOC (.1). Revise email message to R. Hernandez and send revisions to non-monetary sections only (.3). Forward to C. Campbell with status of feedback from BSK (.1). Telephone conference with B. Morgan and G. Bush of BSK and receive advice regarding structuring of monetary obligation section in light of Chapter 11 filing (.4).	2.10 Hrs	325.00/hr	\$682.50

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10/11/12	PRL	Preparation of email to S. Pearson re notice to D&O carrier.(.3) Review email from K. Hughes re same.(.3) Telephone call from S. Pearson re same.(.4) Telephone call from G. Bush re purchase agreement for stalking horse bid.(.5) Review form of asset purchase agreement sent by G. Bush.(1.1) Review emails from C. Campbell and S. Pearson re D&O notice.(.2) Review email from S. Pearson re Inland Coffee.(.2)	3.00 Hrs	405.00/hr	\$1,215.00
10/11/12	EKM	Genter EEOC: Reply to email from S. Genter and email from B. Morgan (.1). Review new language for monetary terms received from bankruptcy counsel (.1). Draft email response to R. Hernandez of the EEOC incorporating new language (.2). Forward draft email to C. Campbell and J. Winkler with explanatory message (.2). Reply to C. Campbell regarding approach to limiting training requirement (.3). Receive call from counsel for S. Genter and preview monetary terms in light of the bankruptcy filing (.3). Revise email to Mr. Hernandez and send (.1).	1.30 Hrs	325.00/hr	\$422.50
10/12/12	PRL	Special Counsel -- Work on delivery of D&O notice. (.5)	0.50 Hrs	405.00/hr	\$202.50
10/12/12	EKM	Genter EEOC: Telephone conferences with S. Genter regarding delivery of release agreement (.1). Draft transmittal memo to S. Genter regarding execution of release agreement (.2). Receive and review email from R. Hernandez and forward same to client (.1).	0.40 Hrs	325.00/hr	\$130.00
10/15/12	EKM	Genter EEOC: Receive call from S. Genter regarding where to sign his name on the release agreement.(.1)	0.10 Hrs	325.00/hr	\$32.50
10/16/12	PRL	Special Counsel -- Review emails from S. Pearson re media recap.(.5) Review emails from C. Campbell and S. Pearson re D&O notice confirmation.(.5)	1.00 Hrs	405.00/hr	\$405.00

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10/16/12	EKM	Genter EEOC: Review signed Release Agreements and W-4 received from S. Genter (.1). Email client regarding receipt, delivery to client, and instructions for signing both copies and returning one, and status of conciliation agreement (.1).	0.20 Hrs	325.00/hr	\$65.00
10/17/12	PRL	Special Counsel -- Review email from G. Bush re letter from S. Pearson's counsel.(.3) Review email from J. Hendrickson re same.(.2) Review email from M. Farrell re status. Review DCRB update.(.8) Review email from S. Anderson re letter from S. Pearson counsel.(.2)	1.50 Hrs	405.00/hr	\$607.50
10/17/12	PRL	Review email from M. Farrell.(.2) Review DCRB Board presentation.(.3)	0.50 Hrs	405.00/hr	\$202.50
10/17/12	EKM	Genter EEOC: Review client documents in search of S. Genter's date of birth (.1). Telephone conference with S. Genter to obtain DOB and explain why data point was necessary (.1). Email J. Winkler with DOB information and status of three agreements necessary for payment (.1). At client's request, review proposed settlement agreement between client and insurer and consult with coverage attorney S. Penner regarding propriety of agreement (.4). Revise proposed settlement agreement (.6). Email C. Campbell regarding propriety of insurer's request and send clean and compare versions of revised agreement (.2). Telephone conference with C. Campbell regarding insurer's agreement (.2).	1.70 Hrs	325.00/hr	\$552.50
10/17/12	EKM	Employment: Telephone conference with C. Campbell regarding additional WARN Act analysis. (.4) Brief telephone conference regarding individual liability under the WARN Act.(.1) Research direct and indirect theories of liability and email C. Campbell with overview of same.(.9)	1.40 Hrs	325.00/hr	\$455.00

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10/22/12	PRL	Telephone call from S. Pearson.(.5) Review emails from J. Hendrickson re response to S.P. attorney.(.2) Review email from Chartis Insurance re D&O claim notice.(.3) Preparation of email to K. Huebner re same.(.2) Review email from G. Bush re S.P. attorney letter.(.3)	1.50 Hrs	385.00/hr	\$577.50
10/23/12	PRL	Review email from M. Farrell.(.1) Review nondisclosure agreement comments from Renco.(.4) Preparation of email to M. Farrell re same.(.4) Review email from J. Hendrickson re Board meeting documentation.(.1)	1.00 Hrs	385.00/hr	\$385.00
10/24/12	EKM	Employment: Return call to C. Campbell and advise regarding accommodation process for barista and DOL audit request for 401k plan.(.4)	0.40 Hrs	325.00/hr	\$130.00
10/24/12	EKM	Genter EEOC: Email R. Hernandez of the EEOC regarding status of conciliation agreement.(.1)	0.10 Hrs	325.00/hr	\$32.50
10/25/12	PRL	Review email from M. Farrell.(.2) Review Yucaipa nondisclosure agreement.(.5) Preparation of email to M. Farrell re same.(.3)	1.00 Hrs	385.00/hr	\$385.00
10/30/12	EKM	Employment: Telephone conference with M. Dringenburg to advise on layoff process and documentation and mitigation of risk associated with layoff of pregnant employee.(.3)	0.30 Hrs	325.00/hr	\$97.50
10/30/12	EKM	Genter EEOC: Telephone conference with R. Hernandez of the EEOC regarding Commission's request for a conference to finalize the Conciliation Agreement and the Commission's particular concerns.(.2) Email C. Campbell, M. Dringenburg, and J. Winkler with recap of discussion and next steps.(.3) Email B. Morgan regarding availability to answer bankruptcy-related questions from the EEOC.(.1)	0.60 Hrs	325.00/hr	\$195.00

CARNEY  
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LAW OFFICES  
A PROFESSIONAL SERVICE CORPORATION  
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SEATTLE, WA 98104-7010  
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TEL (206) 622-8020  
TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION

April 12, 2013  
Bill Number: 124904  
File Number TUL003.0168

**PROFESSIONAL SERVICES**

Thru April 09, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
10/31/12	PRL	Review email from S. Pearson re proposed license agreement in Arizona.(.2) Preparation of email to J. Day re same.(.2) Review email from J. Day re same.(.2) Preparation of email to S. Pearson re same.(.2) Review email from M. Farrell re Heartland nondisclosure agreement.(.2) Preparation of emails to J. Day and S. Pearson re license agreement.(.5)	1.50 Hrs	385.00/hr	\$577.50

TOTAL PROFESSIONAL SERVICES \$8,162.50

**PROFESSIONAL SERVICES**

ELIZABETH K. MAURER	8.60 Hrs	325.00/hr	\$2,795.00
PATRICK R. LAMB	5.00 Hrs	385.00/hr	\$1,925.00
PATRICK R. LAMB	8.50 Hrs	405.00/hr	\$3,442.50
	<u>22.10</u>		<u>\$8,162.50</u>

**DISBURSEMENTS**

Through April 9, 2013

Legal Messenger  
Legal Messenger 140.00

TOTAL DISBURSEMENTS \$140.00

TOTAL THIS BILL \$8,302.50

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TULLY'S COFFEE CORPORATION  
3100 AIRPORT WAY S  
SEATTLE, WA 98134-2116

April 12, 2013  
Bill Number: 124906  
File Number TUL003.0168

Re: SPECIAL COUNSEL

### REMITTANCE STATEMENT

Please enclose this page with your payment or include this information on your check stub.

<u>Bill number</u>	<u>Date of Bill</u>	<u>Bill amount</u>	<u>Credits/Late Fees</u>	<u>Amount due</u>	<u>Amount remitted</u>
124904	04/12/2013	\$8,302.50	\$0.00	\$8,302.50	\$ _____
124905	04/12/2013	\$16,627.50	\$0.00	\$16,627.50	\$ _____
* 124906	04/12/13	\$14,730.48	\$0.00	\$14,730.48	\$ _____
				<u>\$39,660.48</u>	\$ _____

\* - Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

### METHOD OF PAYMENT

\_\_\_\_\_ Check or money order payable to Carney Badley Spellman

\_\_\_\_\_ Visa/MC No: \_\_\_\_\_ Exp Date: \_\_\_\_\_ Amount to Charge: \_\_\_\_\_

Name on Account: \_\_\_\_\_

Signature: \_\_\_\_\_

CARNEY  
BADLEY  
SPELLMAN

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TULLY'S COFFEE CORPORATION  
3100 AIRPORT WAY S  
SEATTLE, WA 98134-2116

April 12, 2013  
Bill Number: 124906  
File Number TUL003.0168

Re: SPECIAL COUNSEL

FOR PROFESSIONAL SERVICES

PROFESSIONAL SERVICES

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
12/03/12	RJW	Review of correspondence from B. Scarpino regarding the amendments to his leases.(.1) Correspondence to B. Scarpino, including his leases.(.1) Review of correspondence from T. Mullaney forwarding his amendment to the landlord.(.2) Review of correspondence from Clearlake regarding their NDA. Conference with P. Lamb.(.2) Correspondence to M. Farrell.(.1)	0.70 Hrs	325.00/hr	\$227.50
12/03/12	PRL	Review emails from S. Pearson and S. Anderson.(.3)	0.30 Hrs	405.00/hr	\$121.50
12/03/12	EKM	Genter EEOC: Reply to email from C. Campbell and advise regarding providing Kachi with copy of Genter Charge of Discrimination rather than the Conciliation Agreement.(.1)	0.10 Hrs	325.00/hr	\$32.50
12/03/12	EKM	Genter EEOC: Revise and update schedule of compliance requirements and email C. Campbell, M. Dringenberg, and B. Morgan with request to review and populate Responsible Persons column.(.9)	0.90 Hrs	325.00/hr	\$292.50



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TULLY'S COFFEE CORPORATION

April 12, 2013  
Bill Number: 124906  
File Number TUL003.0168

PROFESSIONAL SERVICES

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
12/04/12	RJW	Review of correspondence from M. Farrell regarding Clearlake NDA. (.2) Correspondence to M. Farrell. (.1) Correspondence to Clearlake stating our objection to limitation on prevailing party attorneys' fee provision. (.2) Review of correspondence from M. Farrell, including new revised NDA from Harvest. Reviewed and revised Harvest NDA. (.1) Correspondence to M. Farrell. (.4) Review of correspondence from M. Farrell, including new NDA from WL Ross. (.1) Reviewed and revised NDA. (.5) Correspondence to M. Farrell.	1.60 Hrs	325.00/hr	\$520.00
12/04/12	PRL	Telephone conference with S. Pearson, H. Suga and C. Evans re TCAPP. (.5) Telephone call from S. Pearson re same. (.3) Review emails from M. Farrell re nondisclosure agreement comments. (.4) Preparation of email to M. Farrell re same. (.3) Review comments to nondisclosure agreement for Ross. (.5)	2.00 Hrs	405.00/hr	\$810.00
12/05/12	RJW	Review of correspondence from J. Haslem requesting latest draft of West Tower Amendment. Correspondence to J. Haslem, including the revised Amendment. (.2) Review of correspondence from J. Haslem regarding new amendment. Review of correspondence from M. Farrell regarding changes to NDA regarding damages. Correspondence to P. Lamb. (.3)	0.50 Hrs	325.00/hr	\$162.50
12/05/12	PRL	Review emails re BDT Capital nondisclosure agreement. (.5) Review nondisclosure agreement. (.3) Preparation of email to M. Farrell re same. Review emails from M. Farrell re same. (.2)	1.00 Hrs	405.00/hr	\$405.00

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April 12, 2013  
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**PROFESSIONAL SERVICES**

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
12/06/12	RJW	Review of correspondence from M. Farrell regarding amendments to NDA's.(.1) Review of correspondence from P. Lamb regarding NDA's. Review of correspondence from J. Haslem regarding Tacoma amendment.(.1) Prepared Amendment to Tacoma lease.(.8) Correspondence to J. Haslem. Review of correspondence from T. Mullaney regarding Haggen leases in Edmonds and Shoreline.(.1) Preparation of amendments to Edmonds and Shoreline Haggen locations. Correspondence to T. Mullaney.(.1)	2.20 Hrs	325.00/hr	\$715.00
12/06/12	PRL	Review emails from M. Farrell re nondisclosure agreements and UCC/AFCM.(.3) Review new nondisclosure comments.(.7)	1.00 Hrs	405.00/hr	\$405.00
12/06/12	EKM	Genter EEOC: Receive and review fully executed conciliation agreement and forward same to C. Campbell, B. Morgan, and J. Winkler.(.1)	0.10 Hrs	325.00/hr	\$32.50
12/07/12	RJW	Review of correspondence from B. Scarpino regarding Mercer Island amendment. Correspondence to B. Scarpino.(.1)	0.10 Hrs	325.00/hr	\$32.50
12/07/12	PRL	Telephone call from M. Farrell re UCC/AFCM.(.3) Review Black Eagle nondisclosure comments.(.5) Review Nixon Peabody nondisclosure comments.(.5) Preparation of emails to M. Farrell re same.(.2)	1.50 Hrs	405.00/hr	\$607.50
12/10/12	PRL	Review email from M. Farrell re UCC documents.(.1) Review UCC documents.(.3) Preparation of email to M. Farrell re same.(.1)	0.50 Hrs	405.00/hr	\$202.50
12/10/12	RJW	Review of correspondence from B. Scarpino regarding the Mercer Island amendment.(.1) Revised the Mercer Island amendment.(.2) Correspondence to B. Scarpino. Review of correspondence from M. Farrell regarding NDAs.(.1)	0.40 Hrs	325.00/hr	\$130.00

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TULLY'S COFFEE CORPORATION

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**PROFESSIONAL SERVICES**

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
12/10/12	EKM	Genter EEOC: Substantive voicemail and follow-up telephone conference with J. Winkler regarding release between Tully's and insurer.(.2) Reply to email from B. Morgan regarding court approval for release, agreement, and relief from stay/permission to disburse insurance proceeds.(.1) Receive confirmation from B. Morgan and forward thread to J. Winkler. Update Schedule of Compliance and distribute to C. Campbell, M. Drinkenberg, and B. Morgan.(.2) Identify calendaring deadlines for P. Lamb and B. Maurer.(.1) Reply to B. Morgan regarding importance of awareness of non-monetary compliance obligations to any new owners.(.1) Reply to M. Drinkenberg regarding posting notice and apology to S. Genter.(.1)	0.80 Hrs	325.00/hr	\$260.00
12/11/12	RJW	Review of correspondence from G. Bush regarding Creditors Committee.(.1) Review of correspondence from M. Richardson regarding the Kenmore location.(.1) Correspondence to S. Pearson. Preparation of revised Amendment for Kenmore.(.3)	0.50 Hrs	325.00/hr	\$162.50
12/11/12	EKM	Genter EEOC: Reply to email regarding posting of notice and draft apology letter and email to M. Drinkenberg and C. Campbell.(.2)	0.20 Hrs	325.00/hr	\$65.00
12/12/12	RJW	Review of correspondence from B. Scarpino regarding the Mercer Island Amendment; Review of Mercer Island amendment.(.1) Correspondence to B. Scarpino.(.1)	0.20 Hrs	325.00/hr	\$65.00
12/13/12	RJW	Review of correspondence from M. Farrell, including NDA with revisions from LP.(.1) Reviewed and revised the NDA.(.2) Correspondence to M. Farrell.(.1)	0.40 Hrs	325.00/hr	\$130.00
12/14/12	EKM	Genter EEOC: Telephone conference with C. Campbell regarding apology letter to S. Genter (.2); email EEOC with report on compliance with posting of notice and letter of apology obligations under the Conciliation Agreement.(.4)	0.60 Hrs	325.00/hr	\$195.00

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**PROFESSIONAL SERVICES**

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
12/17/12	RJW	Review of correspondence from B. Scarpino, including executed amendment for Mercer Island. (.2)	0.20 Hrs	325.00/hr	\$65.00
12/17/12	EKM	Genter EEOC: Email exchange with EEOC regarding compliance report(.1); email F. Palmer and R. Hernandez of EEOC with list of dates and deadlines for their confirmation and convenience. (.2) Telephone conference with B. Morgan regarding background information necessary for bankruptcy motions.(.2) Email B. Morgan with key dates.(.2) Email C. Campbell and M. Drinkenberg regarding status of side release agreement. signature.(.2)	0.90 Hrs	325.00/hr	\$292.50
12/19/12	PRL	Telephone conference with M. Bland regarding interest of buyer in Asia.(.7) Read emails from M. Farrell.(.3)	1.00 Hrs	405.00/hr	\$405.00
12/20/12	PRL	Read emails from M. Farrell regarding legal discussions about Asia with Buyer representative. (.3) Read emails from S. Pearson regarding same. (.3) Read emails from C. Evans.(.4)	1.00 Hrs	405.00/hr	\$405.00
12/21/12	PRL	Telephone conference with M. Bland, M. Farrer, H. Suga, S. Pearson and C. Evans regarding Tully's/TCAPP/AFCM.(1:0) Telephone call from S. Pearson regarding diligence calls.(.5) Read emails from C. Evans regarding call.(.3) Read emails from M. Farrer regarding same.(.3) Read email from S. Pearson regarding Phil Oakden/Agrinutire. (.4)	2.50 Hrs	405.00/hr	\$1,012.50
12/26/12	PRL	Read emails from S. Pearson regarding P. Oakden.(.5) Telephone call from S. Pearson.(.5)	1.00 Hrs	405.00/hr	\$405.00
12/27/12	EKM	Genter EEOC: Revise powerpoint presentation for ADA training for specific managers identified by EEOC and deliver training at Tully's headquarters. (4.8)	4.80 Hrs	325.00/hr	\$1,560.00